WHAT IF...?

"A chilling look at what could have been for Peter Parker." – HORROR DNA

ZDARSKY • FERRY • HOLLINGSWORTH

SPIDER-MAN: SPIDER'S SHADOW

MARVEL

noto

WHAT
IF...?

Some time ago, during an adventure on an alien world, Spider-Man found a new black costume that responded to his every thought. When he eventually learned it was actually a symbiotic life-form and that it was trying to permanently bond with him, Peter got rid of it. The symbiote then found a new host, Eddie Brock, creating a dark, monstrous new foe for Spider-Man: Venom.

But what if Spider-Man had kept the suit…?

[Note: This story takes place around the time of *AMAZING SPIDER-MAN #258*, available now.]

SPIDER-MAN
SPIDER'S SHADOW

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...?1

noto

"HURRY, PETER."

HUFF!
HNH!
I--I'M DOING MY--
YOUR BEST?
NFF!
IS THAT REALLY TRUE?
IF YOU DID YOUR BEST--
THEN WHY DO SO MANY PEOPLE YOU LOVE--
DIE?
DIE?
DIE?
DIE?
I--I DIDN'T--I'M D-DOING--

I'M DOING--

...MY BEST...

GOD, THE NIGHTMARES KEEP GETTING *WORSE.*

THINGS HAVE BEEN *STRESSFUL,* SURE, BUT WHEN *AREN'T THEY?*

AUNT MAY ISN'T TALKING TO ME SINCE I DROPPED OUT OF *SCHOOL.*

I'VE BEEN MESSING UP WITH *MJ AND BLACK CAT...*

NO CHANCE OF GOING BACK TO SLEEP NOW, SO...

...MAY AS WELL GET SOME FRESH *AIR,* SHAKE THIS *OFF...*

YEAH, JUST...

...SHAKE THIS OFF.

THE ONLY THING *EASY* IN MY LIFE LATELY...

...HAS BEEN THIS *SUIT.*

ALIEN MATERIAL THAT DOESN'T NEED *LAUNDERING* AFTER A NIGHT OUT FIGHTING BAD GUYS--

UNLIMITED *WEBBING,* RESPONDS TO MY *THOUGHTS--*

HECK, IT CAN EVEN MIMIC OTHER *CLOTHING.*

MAN...PART OF ME MISSES MY *CLASSIC LOOK.*

DEFINITELY DIDN'T STRIKE *FEAR* INTO THE *HEARTS AND MINDS* OF MY *ENEMIES* LIKE THE *NEW* ONE, THOUGH...

I GUESS I CAN ALWAYS COME BACK TO THIS IF I WANT TO FEEL MORE "FRIENDLY" AND "NEIGHBORHOOD"--

HELP! SOMEONE!

HELLP!

FOR #$%& *SAKE,* LADY, WE HAVE A *KNIFE!*

IT'S *TRUE...*

FFFFT!!

...AND YOU'LL *CONTINUE* TO HAVE IT UNTIL MY *WEBBING* DISSOLVES!

THE *COPS'LL* BE SO *EXCITED!*

I HEARD THEY LIKE TO PLACE FRIENDLY *WAGERS* AS TO WHAT'S UNDER MY TRADEMARK WEBBING!

NFF!

IS IT A *GUN?* A *KNIFE?* A *DONUT?*

BACK OFF!

OR *I'LL END* HER! I SWEAR *I'LL DO IT!!*

OH COME *ON! WHY* DON'T...

ZZPP

...YOU GUYS EVER *LEARN?!*

NNF!

PEOPLE'S *LIVES* AREN'T *WORTH* THIS! I'M *TIRED* OF--

SWAM!

I...SORRY, I JUST... GET MAD ABOUT...

...SPIDER-MAN? IT *IS* SPIDER-MAN, ISN'T IT?

YES, MA'AM. JUST ADDED "DARK" TO "TALL, DARK AND HANDSOME."

I SAW SOME *OFFICERS* A BLOCK OVER. I'LL SEND THEM YOUR WAY TO CLEAN THIS *UP.*

IS IT BAD THAT THE ONLY TIME I FEEL *NORMAL* THESE DAYS IS WHEN I'M OUT AS *SPIDER-MAN?*

THANK YOU, YOUNG MAN!

I WISH I DIDN'T FEEL SO *TIRED* ALL THE TIME...

...I GUESS I SHOULD PROBABLY CUT THIS *SHORT* AND TRY TO GET SOME *ACTUAL SLEEP--*

NO.

WHAT-- WHAT WAS *THAT?*

MAN...I'M MORE TIRED THAN I *THOUGHT.*

WHO ARE YOU?

THE SPIDER? OR--

PETER!

AHH!!!

PETER!

HNH!

THUD!

WH--!

NHH!

BLAM!

PETER! IT'S ME--

--IT'S MJ!

YOUR DOOR WAS UNLOCKED! WHAT THE HELL--

OH GOD, MARY JANE! I--I'M SO SORRY--

I-- I'VE BEEN HAVING THESE *NIGHTMARES,* AND--

IT'S *FINE!* IT'S ACTUALLY...

...IT'S WHY I'M *HERE.*

I'M... I'M *SORRY* I WALKED OUT THE OTHER DAY. KNOWING YOU'RE *SPIDER-MAN* HAS BEEN...IT'S BEEN *HARD,* PETE...

IT'S HARD ACCEPTING YOU HAVE THIS--THIS DANGEROUS *DOUBLE LIFE* WITH SITUATIONS AND PEOPLE I CAN'T EVEN GET MY *HEAD* AROUND.

I WANTED TO *RUN* FROM IT, BUT I'M YOUR *FRIEND...*

...AND I CAN SEE YOU'RE *UNRAVELING.*

I'M FINE.

YOU'RE *NOT.*

YOU'RE NOT *SLEEPING.* YOU'RE...*DARKER.* EVEN THIS NEW *LOOK* OF YOURS--

I--WHAT IS--THIS DOESN'T *FEEL* LIKE--

IT'S...

...NOT FROM AROUND HERE.

I'M SORRY, MJ. YOU'RE... YOU'RE RIGHT.

I DON'T KNOW WHAT'S WRONG...

"...BUT I'LL FIGURE IT OUT."

I CAN'T SOLVE ALL OF *PETER PARKER'S* PROBLEMS...

...BUT I CAN AT LEAST DO SOMETHING I'VE BEEN MEANING TO DO FOR A *WHILE* NOW...

...AND LET *REED RICHARDS* FINALLY CHECK OUT MY *SUIT*.

HE'S BEEN ON ME TO DO THIS SINCE I FIRST *GOT* IT, SO NO TIME LIKE--

...THE *PRESENT*--

FPT!

MAYBE THE OTHER--

ZZZ

THAT'S SO...

...I JUST DON'T *GET* IT. ALL THE MORE REASON TO BRING THIS IN TO--

SPIDEY-SENSE. WHAT'S--?

SKABOOM!

WELP. GUESS *MISTER FANTASTIC* CAN WAIT...

"AND I'LL BE *BACK*, PASSERO--"

--UNTIL YOU *PAY UP!*

HAHA HA!

WHAT'S GOING ON, *GOBBY?*

TROUBLE COLLECTING ON YOUR NEWSPAPER ROUTE?

MAYBE YOU SHOULD GET THEM TO *PREPAY.*

NH!

HOBGOBLIN. THIS GUY'S BEEN A *MASSIVE* THORN IN MY SIDE LATELY.

NEED TO TAKE HIM OUT *QUICKLY,* OR--

KKRASH!

TILT

DAMMIT! HE'S GOT--

WAMM

HA HA HA!

I'LL REALLY *MISS* YOU ONCE I'VE *KILLED* YOU, *SPIDER-MAN!*

NHH... DIFFERENCE BETWEEN YOU AND ME... GOBBY...

ZZPPP!

...IS I DON'T MISS.

HA! OH, YOU DON'T *SAY!*

YOU'RE *SLIPPING, SPIDER--*

HNH!

BRZ

NHH...

I'M *TIRED* OF THIS...

TIRED OF *YOU*...

KOFF!

B-BAD *DAY*... S-SPIDER...?

A *LOT* OF THEM, FRANKLY.

STUD!

GKK... WHAT'RE...

I JUST WANT TO-- TO--

KILL HIM

NO. BUT THIS IS *DONE*.

NO! WAIT--

FFZZ!

RODERICK KINGSLEY? SO YOU DECIDED TO GO ALL-IN AND BE A "SUPER VILLAIN"?

I--I JUST WANTED P-POWER TO--

"POWER"?

NF!

YOU HURT PEOPLE! TERRORIZED THEM--

PW

FOR MORE "POWER"?!

SCARE HIM

YOU DON'T KNOW POWER, KINGSLEY...

I'M POWER.

POWER THROUGH FEAR

IF YOU GO TO PRISON YOU'LL JUST BE BACK OUT IN NO TIME LIKE ALL THE REST.

NF!

SO SPREAD THE WORD, "HOBGOBLIN"...

...SPIDER-MAN IS PLAYING FOR KEEPS NOW.

BIG WORDS, SPIDEY...

...LUCKY FOR *HIM* YOU DON'T *MEAN* IT.

WELL, WELL...

...LOOK WHAT THE *CAT* DRAGGED IN.

FELICIA.

SORRY, BUT...

...I'M NOT IN THE *MOOD* TODAY. TIRED...JUST...

HEY, TIGER...

...WHAT'S *REALLY* BOTHERING YOU?

I...DON'T CALL ME "TIGER," OKAY? AND...

...I DON'T KNOW.

JUST... FEELING *ANGRY.* AT THE *WORLD.* AT ALL THE *BAD GUYS.* I...

...THIS AFTERNOON I FOUGHT *HOBGOBLIN.* I *HURT* HIM.

TOLD HIM TO SPREAD THE WORD...THAT I'M NOT TO BE *MESSED* WITH.

SOUNDS GOOD TO *ME.*

MAYBE *SCARING* THEM WILL KEEP THEM FROM COMING BACK *OVER* AND *OVER.*

I GUESS I'M ALSO A LITTLE WEIRDED OUT...

...THAT MY *SUIT* FRITZED OUT EARLIER.

YEAH... THAT'S WHAT I'M THINKING TOO...

IT'S JUST... NOT WHAT I'D *NORMALLY* DO, Y'KNOW? BUT WHAT I NORMALLY DO ISN'T WORKING, SO...

WEREN'T YOU GOING TO GET SOME *GENIUS* TO CHECK IT OUT?

YEAH... I'LL GO SEE HIM...

"...TOMORROW."

HEY, *REED!* DROP YOUR "EXPERIMENTAL DEVICE THAT'LL MAKE THE WORLD SO MUCH BETTER"...

...CAUSE *SPIDEY'S* HERE SO YOU CAN LOOK AT HIS TRACKSUIT!

SHUT *UP*, TORCH.

WOW. WHO WEBBED IN *YOUR* CORNFLAKES THIS MORNING?

I--I'M SORRY, GUYS. JUST... JUST HAVEN'T BEEN SLEEPING WELL LATELY.

NO WORRIES, SON.

I'VE BEEN EAGER TO *ANALYZE* THIS SUIT OF YOURS...

IT SHOULDN'T TAKE TOO LONG TO PROPERLY SCAN. HALF AN HOUR OR SO.

IS THERE ANYTHING UNUSUAL YOU'VE NOTICED ABOUT IT LATELY?

I...WELL, THERE WAS A MOMENT WHERE IT DIDN'T FIRE A *WEBLINE* THE OTHER DAY, BUT IT SEEMS TO HAVE FIXED ITSELF.

LIKE I SAID, I'VE BEEN *TIRED* LATELY, BUT I DON'T THINK IT'S THE SUIT. IF ANYTHING...

...THE SUIT MAKES ME FEEL... *STRONGER.*

LIKE, I'M *GETTING* MORE *POWERFUL* THE MORE I WEAR IT. HONESTLY...

...THE ONLY TIME I FEEL REALLY *BAD* IS WHEN I'M *NOT* WEARING IT.

HM. WELL, LET'S DO THE TESTS AND SEE WHAT I CAN FIND...

GREAT. AND, *UH*...

...IS IT... IS IT COOL IF I GRAB SOME *SHUT-EYE* WHILE THIS HAPPENS?

DON'T WANT TO BE *RUDE*, BUT... I'VE BEEN...

...OF COURSE, SON.

I'LL LET YOU KNOW WHEN WE'RE DONE, OKAY?

SPIDEY'S ACTIN' *WEIRD*, YEAH? IT'S NOT JUST ME?

HE'S DEFINITELY NOT HIS...USUAL SELF.

I HAVE SOME SUSPICIONS...

"...BUT WE'LL KNOW SOON ENOUGH."

PETER! HELP!

I--BUT THERE'S SO MANY--

PETER! PLEASE--

HELP ME

HELP ALL OF US!

OH GOD--

TH-THE *PEOPLE!* I CAN'T GET TO YOU WITHOUT--

IT'S OKAY PETER

SOMETIMES YOU HAVE TO *HURT* PEOPLE TO *SAVE* PEOPLE

YOU *KNOW* THIS

BUT YOU *NEED* TO

I DON'T...

YOU NEED TO BE

STRONG

N-NO... I DON'T W-WANT TO...

AHH!

SPIDER-MAN!

IT'S OKAY! THE TESTS ARE *DONE*. WE LET YOU *SLEEP* WHILE I SIFTED THROUGH THE *DATA*...

OH MAN... SORRY. DID I MENTION MY *NIGHTMARES*...?

WELL, THAT WOULD MAKE SENSE, SON...

YOUR *SUIT* REACTS TO *THOUGHT*, BUT YOU'RE *ALSO* REACTING TO THE *SUIT'S* THOUGHTS.

IT APPEARS TO BE *BONDING* TO YOU PHYSICALLY *AND* MENTALLY. IT'S NOT ADVANCED "MATERIAL," IT'S MORE OF A *SYMBIOTE*...

...A SENTIENT *BEING*.

WAIT, IT'S... *ALIVE?!*

WHOA.

I...I GUESS THAT MAKES *SENSE*. IT MAKES *ME* STRONGER, SO I MUST...HELP *IT* SOMEHOW...

WELL, OBVIOUSLY...

...I'D SUGGEST YOU REMOVE IT *IMMEDIATELY* SO I CAN KEEP IT HERE FOR FURTHER EXAMINATION.

I...IS THAT...

...IS THAT REALLY *NECESSARY?*

I...YES, IT *IS*. WE DON'T KNOW THE *DAMAGE* THIS SYMBIOTE COULD BE *DOING* TO YOU.

YEAH, MAN. YOU'VE BEEN ACTING PRETTY *STRANGE* WITH IT ON...

I ACTUALLY FEEL *CLEAR.*

THIS THING... IT'S *ALIVE.* IT HAS A RIGHT TO MAKE CHOICES JUST AS I DO.

IT CHOOSES TO BE WITH ME, AND I... CHOOSE TO BE WITH IT.

WE'RE *HELPING* EACH OTHER, I CAN *FEEL* IT.

IT SHOULDN'T BE KEPT IN A *PRISON* HERE.

SPIDER-MAN, YOU DON'T KNOW WHAT IT--

NH!

PW

I KNOW A GREEDY *SCIENTIST* WHEN I SEE ONE, REED.

THIS ISN'T A *SCIENCE PROJECT* FOR YOU TO POKE WITH A STICK. IT'S A *LIVING THING.*

I WANTED TO KNOW MORE ABOUT THE SUIT, AND NOW I DO. *THANKS.*

I KNOW THEY WERE JUST TRYING TO HELP.

AND I'M SURE THEY'RE PLANNING WAYS TO "SAVE ME" NOW. BUT I DON'T NEED A *SCIENTIST*...

...I NEED SOME *REST*. THESE *DREAMS* HAVE BEEN...

HAVEN'T HAD NIGHTMARES LIKE THIS SINCE AFTER *UNCLE BEN* DIED.

SHE HASN'T TALKED TO ME SINCE I DROPPED OUT, BUT...

...I NEED TO GO *HOME*.

I NEED TO SEE HER.

PETER! I...WHAT ARE--

I'M SORRY, AUNT MAY... I KNOW IT'S *LATE*, BUT...

I WAS IN THE *NEIGHBORHOOD*...

...SO COME IN OUT OF THE *COLD*, DEAR.

I... WELL...

I *JUST* PUT ON A KETTLE...

YOU... YOU'VE BEEN *WELL?*

I...

...NO. I HAVEN'T.

I'M... I'M SORRY TO *HEAR* THAT.

I KNOW YOU'RE STILL *MAD* AT ME...

...BUT THINGS HAVE BEEN *HARD.* MY HEAD IS--

I *LOVE* YOU, MAY. I FEEL LIKE I'M *SPINNING...*

...AND *YOU'RE* THE ONLY PERSON ON THE *PLANET* WHO CAN BRING ME *BACK.*

TO...TO *STILLNESS.* TO *ME.*

OH, PETER...

...I SHOULDN'T HAVE-- SHOULDN'T HAVE CUT YOU *OUT* LIKE THAT.

I JUST DIDN'T *LIKE* THE THOUGHT OF YOU NOT LIVING UP TO YOUR...YOUR AMAZING *POTENTIAL!*

I *LOVE* YOU, MY DEAR, *DEAR* BOY.

I LOVE YOU TOO...

I'VE BEEN... THINKING A *LOT* ABOUT THE THINGS YOU'VE *SAID...*

...ABOUT THAT *POTENTIAL.*

IT'S TIME I WAS...

...BETTER--

P-PETER...?

"P-P-PETER..."

"S-S-SPIDER-PETER... SAVE ME..."

HA HA HA HA!

KRAW

SWAM!

HNF!

MY H--
AHH!

SWAM!

MY HOUSE, KINGSLEY?!

YOU STARTED THIS!

UNMASKING ME!

THREATENING ME!

YOU RUINED THE GAME, SPIDER-MAN!

RUINED OUR--

SHUT!

UP!

NHHH... HEH...

...HURTS WHEN IT-- IT HITS *HOME*, DOESN'T IT...

"HURTS"?

THUD

GRK!

"HURTS"?!

BLAM!

YOU DON'T *KNOW* H--

WAIT--

OH GOD...

AUNT MAY!

I'M COM--

NO

W-W--

FIRE. NO.

WILL KILL US.

L-L-LET ME... P-PLEASE LET ME...

CANNOT.

CANNOT.

SMASH

NOOOOO!

I'M SORRY.

NO NO NO...

WE'RE SORRY.

HE DID THIS.

HE DID THIS.

LOST IT... THIS WAS A M-MISTAKE, I--

THWIP!

--NO--

Y-YOU... YOU STARTED IT...

THWIP!

THWIP THWIP THWIP THWIP!

NO...

MY GOD...

...BUT I'LL FINISH IT.

NO MATTER WHAT I DO, PEOPLE GET HURT.

PEOPLE *DIE.*

BUT I CAN *STOP* IT NOW.

I HAVE THE *POWER.*

IT'S TIME TO USE IT.

2...

...goto

I HAD IT WRONG.

I HAVE POWER, I HAVE RESPONSIBILITY.

BUT WHAT *IS* THAT RESPONSIBILITY?

TO *SAVE* PEOPLE. TO *KEEP* THEM SAFE.

BUT I NEVER KEEP THEM SAFE. NOT REALLY.

NO.

I PRETEND TO, PUTTING MEN IN *GOBLIN* MASKS IN PRISON.

BUT PRISON TO THEM WAS ALWAYS JUST A VACATION-- TIME TO PLOT AND PLAN.

AND THOSE PLANS LED TO *MURDER*. GWEN, HER *FATHER*...MAY.

LETTING THE BASTARDS *LIVE* WAS AS BAD AS LETTING THE *ROBBER* RUN BY ME, LETTING *UNCLE BEN*...

YOUR RESPONSIBILITY.

BUT *NOW*...

...*OUR* RESPONSIBILITY.

I THOUGHT IT WOULD FEEL *WORSE.*

TAKING A LIFE. TAKING *HOBGOBLIN'S LIFE.*

NATURE. THINGS LIVE, THINGS DIE...

...THINGS FORFEIT RIGHT TO LIFE.

YES...

...BUT I FEEL...

...SHAME.

I DO NOT KNOW THIS FEELING.

IT'S...

...I DON'T WANT PEOPLE TO FIND *OUT.*

I DON'T WANT *MARY JANE* TO...

BUT IF PEOPLE *KNOW,* PEOPLE *FEAR...*

...AND IF PEOPLE *FEAR...*

...NO ONE *DOES WRONG.*

BUT I DON'T WANT PEOPLE THINKING I'M A...

...MURDERER? DAMMIT!

THE #$%& *BUGLE!* ALWAYS PAINTING ME TO BE--

IT WAS *JUSTIFIED!* I WAS--

DAILY BUGLE

NEW YORK'S FINEST DAILY NEWSPAPER

THREAT OR MURDERER...?

SPIDER-MAN Spotted murdering fashion mogul RODERICK KINGSLEY, who had double life as

MAYBE YOU'RE... YOU'RE *RIGHT.*

MAYBE I NEED TO...

...PUT THE *FEAR* INTO PEOPLE.

IS IT *TRUE?* DID *SPIDER-MAN* DO THIS?

IT APPEARS *SO*, SIR...

...EYEWITNESSES SAW HIM FIGHTING THE *HOBGOBLIN*, AND THEN... WELL...

..."SNAPPING" WAS THE WORD MOST OFTEN USED.

I SEE.

THIS IS...

...UNFORTUNATE.

THE ONLY THING THAT MADE THESE "SUPER HEROES" TOLERABLE WAS THEIR INSIPID MORAL CODES.

NUISANCES, BUT NEVER ANY *REAL* DANGER.

MY CRIMINAL EMPIRE CAN HANDLE A 5% DEFICIT DUE TO A "SPIDER-MAN'S" INTERFERENCE, BUT IT *CANNOT* TOLERATE...

...MY *DEATH.*

WESLEY, LET'S MAKE SOME *CALLS*, SHALL WE?

JONAH, YOU NEED TO STOP AND *THINK!*

HAH! YOU MEAN STOP AND *SECOND-GUESS!* BUT MY INSTINCTS HAVE *ALWAYS* BEEN RIGHT, *ROBBIE...*

...SPIDER-MAN IS A *MURDERER!*

A MAN WITH *THAT* KIND OF *POWER, LAWLESSLY BEATING PEOPLE UP* IN A *MASK?* WITH *NO OVERSIGHT?*

IT WAS A *SHORT STEP!* AND *YOU* WERE TOO BLIND TO *SEE IT!*

I'M JUST *SAYING...*

...WE DON'T *KNOW* WHAT HAPPENED OUT IN QUEENS. IT COULD BE A DIFFERENT *MAN* IN THE SUIT. THIS ISN'T AS *CLEAR-CUT* AS YOU *WANT* IT TO BE.

POPPYCOCK!

IF WE RAN THE *BUGLE YOUR* WAY, WE'D HAVE HEADLINES LIKE "*SOMEBODY* SHOT JFK"!

I TRUST MY *GUT!* I TRUST MY--

DAILY BUG

...EYES.

JONAH!

KRASH!

ROBBIE! CALL THE COPS!

TELL THEM WE JUST HAD A MURDERER BREAK IN!

DO IT.

HEY! GET YOUR HANDS OFF--

I DON'T CARE ANYMORE, JONAH.

CITY NEWS

AHH! WHAT ARE--?

ISN'T THIS WHAT YOU WANTED?

YOU'VE BEEN WHIPPING UP THE CITY FOR YEARS...

THUD!

...TELLING THEM I'M A CRIMINAL!

AHHH! P-PLEASE--

WHEN ALL I'VE EVER DONE--

THWIP!

NH!

--WAS HELP PEOPLE!

KRK!

YAHHH!

WELL, LOOKS LIKE WE BOTH GOT WHAT WE WANTED.

I'M HELPING MORE PEOPLE NOW...

...AND I'M A CRIMINAL.

GHH-- Y-YOU B-BROKE...

IF I SEE ONE MORE WORD ABOUT ME IN YOUR RAG...

...I'LL BREAK THE OTHER HAND.

"IT'S BEEN DAYS..."

...ANY LUCK?

NOTHING YET, REED...

...I JUST KEEP HEARING *STORIES* ON THE *STREET*.

ABOUT *SPIDEY THREATENING* PEOPLE, OR JUST... JUST *TAKING* CRIMINALS AWAY...

*TIME IS OF THE **ESSENCE**, SON. BASED ON WHAT I CAN **SEE**--AND BASED ON HIS **ACTIONS**...*

*...THE **SYMBIOTE** MAY BE CLOSE TO **PERMANENTLY BONDING** WITH HIM.*

WHAT, LIKE A "TILL DEATH DO WE PART" KINDA THING?

YES, BEN...

...EXACTLY LIKE THAT.

I'LL CHECK BACK IN IF I *FIND* ANYTHING.

TAK

DAMMIT, SPIDEY...

...WHERE *ARE* YOU?

...PETE?

I...LET MYSELF IN.

YOU WEREN'T ANSWERING YOUR *PHONE.*

I HAVEN'T SEEN YOU SINCE...*THE FUNERAL,* AND...

...THE *NEWS* HAS BEEN SAYING--

OH MY GOD...

P-P-PETER...

...WHAT ARE-- WHAT--

HNH? MARY JANE?

WHAT... WHAT'S HAPPEN--

I'M--I'M *SORRY*, MJ. I KNOW THIS PROBABLY...

...PROBABLY *LOOKS* STRANGE. BUT *TRUST* ME...

...IT'S INCREDIBLY *COMFORTABLE.*

YOU...YOU HAVEN'T BEEN ANSWERING YOUR PHONE.

I...I KNOW. I'M SORRY. WE'VE BEEN... *BUSY.*

"WE'VE"?

PETER, THE *BUGLE*... EVEN THE OTHER *PAPERS*, THEY'RE SAYING THAT--THAT *SPIDER-MAN* IS...

...IS IT TRUE?

I COULD HAVE *SAVED* HER, MJ.

IF I'D MADE THE *DECISION* EARLIER.

THE...THE DECISION?

WHO SHOULD *LIVE.*

HOBGOBLIN? A PIECE-OF-TRASH *UNDERWORLD KILLER?*

OR *AUNT MAY?* THE... KINDEST PERSON I'VE EVER KNOWN.

OH NO... PETER...

IT'S ALL...

...IT'S *DECISIONS*, MJ. LIFE IS *DECISIONS*, AND THEY'RE...THEY'RE NOT FOR *EVERYONE*.

BUT I HAVE THE *POWER* TO MAKE THEM, WHICH MEANS...

...I'M FINALLY *MAKING THEM*.

THIS IS *HORRIBLE*.

WHY?

I...I CAN'T *STAND* THAT MJ...KNOWS... WHAT I'VE--

WHAT *WE'VE* DONE.

HUMANS WON'T *UNDERSTAND*. THEY LIVE IN *FEAR* OF THEIR *CHOICES*.

BUT I'M-- *I'M* HUMAN.

NO. *MORE* THAN HUMAN. WE ARE *MUCH MORE* THAN *HUMAN*.

BUT BEING *HUMAN* IS HOW YOU--

BLAM!!

SPIDEY-SENSE! WHO--?

HUH. GOTTA SAY...

...LIKE THE NEW LOOK!

WHAT'S UP, SPIDEY? USUALLY CAN'T SHUT YOU--

BLAM BLAM

HNH!

SHOCKER. SECOND-RATE THIEF.

NO WAY HE'D COME AT ME--

--ALONE.

THWA

SCORPION. SLIGHTLY MORE DANGEROUS THAN SHOCKER.

C'MON, BUG. FOR REAL?

NOT SAYING MUCH.

Y'EXPECT US TO THINK YOU'VE GONE BAD?

THAT YOU--YOU-- WHAT...?

W-- GKK--

OH MY GOD...

...F-FISK WAS R-RIGHT!

FWAM!

AHHH!

NHH...

M-MOM? A-A--

--ARE Y-YOU OKAY?

GET UP.

WELL. I WASN'T EXPECTING YOU SO--

...SOON.

YOU KNOW, WHEN YOU *MURDERED* HOBGOBLIN, I HAD MY MEN RESEARCH THE *WOMAN* WHO DIED IN THE FIRE.

"MAY PARKER."

TO PROVOKE SUCH A *REACTION*, SHE MUST HAVE BEEN SOMEONE *CLOSE* TO YOU.

OUR BEST *MATCH* WAS A MAN NAMED *PETER PARKER.*

YOU.

SO I WENT ABOUT *INVESTIGATING.* SEEING IF YOU HAD ANY *OTHER* CLOSE FAMILY MEMBERS. A WIFE, A GIRLFRIEND--SOMEONE I COULD *THREATEN.*

BUT THERE WAS *NO ONE.*

SO INCREDIBLY *SAD.* YOU HAVE *NO ONE, PETER PARKER.* ANYONE YOU'VE EVER *LOVED* IS--

BLAM!

"IT WAS NO *MISTAKE*..."

...THE DEATH OF *HOBGOBLIN.*

FISK SENT *SHOCKER* AND *SCORPION* AFTER HIM, AND NOW... WELL...

...THEY'RE *DEAD.* ALL OF THEM.

AND WE'RE *NEXT.*

DA, *MYSTERIO.* WE CANNOT *HIDE* ANY LONGER. IT'S TIME FOR US TO BAND *TOGETHER* AND *STRIKE.*

DAMMIT, *KRAVEN!* THAT'S WHAT I'VE BEEN *SAYING!*

RHINO AND I WERE *MORE* THAN HAPPY TO TAKE *FISK'S MONEY* AND *KILL SPIDER-MAN!* BUT *YOU* WANTED TO *OBSERVE HIM* FIRST! *YOU* WANTED TO--

WITHOUT A PLAN, THERE'S NO ATTACK. WITHOUT ATTACK, NO VICTORY.

IF YOU CHARGED IN WITH THE *REST,* WE'D BE BURYING *YOU* RIGHT NOW, *ELECTRO.*

ONLY *ONE* OF US HAS SEEN THE NEW *SPIDER-MAN* UP CLOSE. SO TELL US WHAT *YOU* THINK...

...MR. JAMESON.

OCTAVIUS...

...HE NEEDS TO BE STOPPED.

I'VE TRIED TO WARN EVERYONE ABOUT HIM FOR *YEARS*. HE'S A *KILLER*.

AND WHILE I THINK ALL OF *YOU* BELONG BEHIND *BARS*...

...*SPIDER-MAN* IS THE MOST *DANGEROUS VILLAIN* OF YOU ALL.

WE NEED TO STOP HIM... WHATEVER THE COST.

WE'RE ALL *AGREED* THEN.

KRAVEN, THIS IS YOUR AREA OF EXPERTISE. DRAFT UP A *PLAN* AND GET BACK TO US.

GOOD EVENING, GENTLEMEN.

TAK

ANY SIGHTINGS?

NONE, SIR.

SHOULD WE DRAW HIM *OUT?* MAYBE--

NO. ABSOLUTELY *NOT.* WE WAIT FOR *KRAVEN.*

I DON'T PAY YOU TO *THINK,* McCLUSKEY. I PAY YOU TO *DO* WHAT I *SAY.*

AND RIGHT NOW--

--YOU'LL BEGIN *ARMING* THE *REST* OF THE *MEN.*

WHEN THE NEW *SINISTER SIX* TAKES OUT *SPIDER-MAN,* I WANT YOU ALL *READY* TO TAKE OUT THE *OTHERS.*

I DON'T *TRUST* ANY OF THEM.

TERRANCE?

IS THERE ANYTHING ELSE? HAVE I NOT MADE MYSELF *CLEAR?*

SPLAT!

CRYSTAL CLEAR, SIR.

GK!

GKK... T-TERRANCE... W-W...?

KRR!

TAP

ACTUALLY, MY NAME IS...

...EDDIE.

SORRY, DOC. CAN'T LET YOU JUST GO AND KILL SPIDER-MAN...

...WHEN THAT'S MY JOB.

RON LIM & ISRAEL SILVA

...?

noto

DAMMIT...

...WHAT ARE YOU *DOING*, JONAH?

DIDN'T THINK YOU'D *SHOW*...

...BUT I ALSO DIDN'T THINK *SPIDER-MAN* WOULD TRY TO *KILL* US ALL.

YOU ALWAYS *WERE* A VILLAIN, JAMESON.

A *THREAT*...

...AND A MENACE.

MY GOD...

YOU...YOU'RE THAT REPORTER...

EDDIE... EDDIE BROCK! THE GUY WHO GOT FIRED FROM THE GLOBE!

WHERE'S OCTAVIUS?

HE'S NOT COMING.

AND I WAS FIRED...

...BECAUSE SPIDER-MAN DESTROYED MY LIFE.

I LOST EVERYTHING. ALL I WANTED WAS REVENGE, BUT WHAT COULD AN ORDINARY GUY DO AGAINST THAT... MONSTER?

YOU KNOW THE ANSWER, JAMESON.

NOTHING.

THE *REST* OF YOU ARE JUST...*OKAY* WITH THIS?

EVERY *SWORD* ADDED TO OUR BATTLE BRINGS US CLOSER TO *VICTORY.*

SO...THIS IS WHERE WE'RE DOING IT.

KRAVEN'S RIGHT. ALSO, I NEVER *LIKED OTTO.* LOOKED *DOWN* ON ME.

YOU CAN *SAY* IT, JONAH.

THIS IS WHERE WE'RE *KILLING SPIDER-MAN.*

IF WE DO IT IN THE *CITY,* OTHER *HEROES* MAY BE A PROBLEM.

WE'VE PLANTED OUR *BUG* TO BRING HIM OUT HERE.

NOW IT'S JUST A MATTER OF *WAITING...*

...FOR OUR *REVENGE.*

"I WISH I HAD BETTER NEWS...

"...BUT I'VE BEEN TRYING TO SCAN FOR THE *SYMBIOTE* AND...NOTHING."

I HAVE *JOHNNY* CRISS-CROSSING THE CITY, BUT I'M AFRAID HE'S JUST WAITING FOR--

SPIDER-MAN'S NEXT VICTIM.

MY GOD, REED. ELEVEN MEN ARE DEAD. WE NEED TO FIND HIM.

I KNOW...

"...AND AFTER WHAT *FISK* JUST DID, I'M AFRAID HE'LL NEVER STOP.

"I SHOULD HAVE DONE SOMETHING WHEN I HAD THE *CHANCE*, STEVE."

BREAKING NEWS:
BEETLE KILLED AFTER BATTLE WITH SPIDER-MAN

AND NOW THESE *DEATHS*, THEY'RE ON *MY* HEAD.

FOR TOO LONG I LET THOSE *MONSTERS* RUN *RAMPANT.*

MONSTERS AND *COWARDS.*

BEETLE GAVE THEM UP.

WITH SOME *PERSUASION.*

AND NOW... I...

...WHAT AM I...

SAVING PEOPLE.

FGGH!

SAVING PEOPLE.

BROCK?

MY TURN TO KEEP *WATCH.*

TAKE A BREAK.

DON'T NEED IT.

YEAH, WELL, I CAN'T *SLEEP*, SO...

SO THIS IS JUST *REVENGE* TO YOU?

YOU REALLY BLAME *SPIDER-MAN* FOR YOUR *LIFE?*

YEAH. I DO.

YOU WERE *FIRED* BECAUSE YOU ACCUSED THE *WRONG MAN* OF BEING *SIN-EATER.*

ON THE *FRONT PAGE* OF YOUR *PAPER.*

AND THEN *SPIDER-MAN* CAUGHT THE *REAL* KILLER.

YOU ASK *ME*, IT LOOKS LIKE YOU'RE BLAMING *OTHERS* FOR--

CRK

WAIT, DID YOU *HEAR...*

...THAT?

GOOD LORD...

HE'S HERE!

REMEMBER THE *PLAN!*

WHO HAS *EYES* ON HIM?

THERE! IN THE *TREES!*

OKAY...JUST REMEMBER...

...STICK TO THE *PLAN.*

ACTIVATE YOUR *GOGGLES.* YOU'LL BE ABLE TO SEE *REALITY,* WHILE THE *IMAGE INDUCERS* I SET UP...

...TERRORIZE *SPIDER-MAN!*

RRR... WHERE *IS* HE?!

RHINO'S RIGHT...*KRAVEN!* YOU'RE A HUNTER! *HUNT HIM!*

HE'S *GONE.*

HE EITHER RAN INTO THE *FOREST,* OR...

HE'S IN THE *GROUND!* HE'S--

krk
KR
K!

AHHHH--

MYSTERIO!

--HHHK

KR-
KRNCH!

MOVE! DRAW HIM OUT!

DON'T WORRY--

...I'LL MAKE IT EASY.

HMMF!

RRRAHHH!

SHK!

HNH!

THIS WAS YOUR "TRAP"?

YOU KNOW HOW MANY TIMES I'VE FOUGHT ALL OF YOU?

HOW MANY TIMES I STOPPED MYSELF FROM KILLING YOU?

YEAH? WELL YOU'VE NEVER FOUGHT ME!

BUDDY...

...I DON'T EVEN KNOW WHO THE #@% YOU ARE.

JUST DIE, DAMN YOU!

TOK

ZZKRAHH!

ELECTRO. A JOKE.

IF I MANAGE TO TAKE SOME OF YOU MURDERERS WITH ME, IT'LL BE--

--WORTH IT...

THERE IT IS. FEAR.

GET HIM INTO THE BARN.

JONAH?! YOU--

--HRRRAR!

KOMM!

I'LL KILL YOU! RAHHH!

NO, YOU WON'T.

YYAHH!

DAMMIT, ALL THESE **YEARS** I TRIED TO MAKE YOU **STOP!**

BUT **NOW** YOU'VE GIVEN ME NO **CHOICE!**

AND MAY **GOD** HAVE MERCY ON MY--

--SOUL...

J-JONAH... H-HELP ME...

...I'M NOT...

HRRRAHH!

SKARR

...JAMESON?

JAMESON!

BOOM!

IT IS DONE.

MANY WERE LOST...

...BUT THE HUNT IS CONCLUDED.

CHOK!

...DAMMIT.

DAMMIT, PARKER...

...WHY'D IT HAVE TO BE YOU?

"JONAH... ARE THEY..."

...ARE THEY ALL *DEAD?*

ALL EXCEPT *KRAVEN* AND "*BROCK OCK.*"

KRAVEN'S OUT COLD. BROCK NEEDS TO GET TO A *HOSPITAL.*

OH GOD...

...I JUST HAVE--HAVE *F-FLASHES* OF IT...

SCORPION... SHOCKER... SO *MANY...*

YOU DIDN'T DO THIS, SON. FROM WHAT YOU SAID...

...THAT *SUIT* MADE YOU INTO A *MONSTER.*

THOUGH THAT DOESN'T EXPLAIN THE *PREVIOUS TEN YEARS* OF YOU AS THAT *WALL-CRAWLING MENACE.*

I DON'T KNOW WHERE WE GO FROM HERE, BUT...

...THAT *THING* DIED IN THE *FIRE*, SO LET'S GET YOU HOME FIRST.

JONAH. I CAN...I CAN *FEEL* IT STILL. IN MY *HEAD.* IN MY *HEART.*

I DON'T THINK...

"...I DON'T THINK IT'S *DEAD.*"

I'VE TALKED TO ALL THE *CRIMINALS* AND *SUPER-CRIMINALS* I KNOW--AT LEAST THE ONES WHO ARE *LEFT*...

...AND NOBODY'S *SEEN* HIM FOR *DAYS*.

I'D IMAGINE YOU CHECKED IN WITH SPIDER'S... *"NORMAL"* FRIENDS?

"SPIDER"?

"NORMAL"?

HIS *NAME* IS *PETER!*

DON'T *PRETEND* YOU KNOW SOME "OTHER SIDE" BETTER JUST BECAUSE YOU DRESS LIKE THE GHOST OF COLLEGE HALLOWEEN PARTIES!

OH *PLEASE!* THERE WAS A *REASON* SPIDER KEPT HIS IDENTITY A *SECRET* FROM YOU, YOU--

CLK

WAIT. WAS THAT--

PETER!

GIVE HIM SOME *SPACE*--

MJ...

...SO SORRY I... I DIDN'T MEAN TO...

OH *GOD*, I'M JUST GLAD YOU'RE *ALIVE!*

I COULDN'T *BREAK FREE* OF THE *SUIT*...

...I DON'T KNOW IF I EVEN *WANTED* TO...

PETER. THERE'S NO *TIME* FOR THIS NOW!

WE HAVE TO GET YOU *OUT* OF HERE!

WHAT IN THE *HELL* ARE YOU *TALKING* ABOUT?

THE *COPS* JUST *LEFT* HERE AND I'M *SURE* THEY'RE *WATCHING* THE PLACE.

IT SEEMS THAT *WILSON FISK* HAD ONE FINAL *MOVE.* IN THE EVENT OF HIS *DEATH*...

...*SPIDER'S IDENTITY* GETS LET *OUT.*

DAMMIT.

"WE WERE *HURT.*"

POLICE

IT WASN'T *HIS* FAULT.

WE *LOVED* HIM. HE LOVED US.

IT STARTED TO FALL APART *HERE*, SEE?

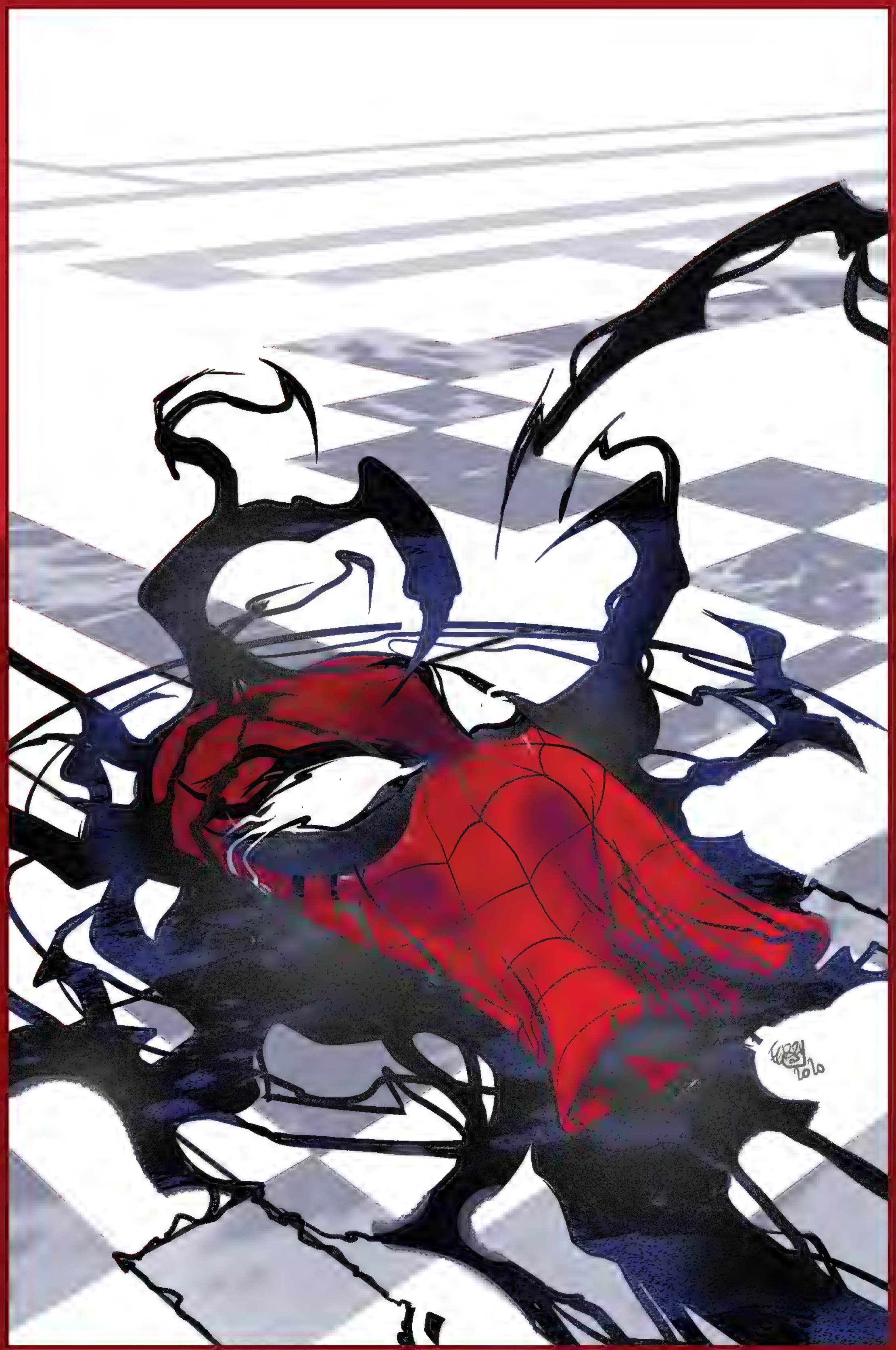
WITH THE *SMART* MAN.

THE *SMART* MAN KNOWS HOW TO DO A *LOT* OF THINGS BESIDES *INTERFERE*.

HE CAN *HELP* US ALL, *SEE*?

PETER SHOWED US...WITH *POWER*...

...WE CAN SAVE EVERYONE.



PASQUAL FERRY

4

"WE'VE GOT A *PROBLEM.*

"THAT'S A *LOT* OF *COPS.*"

I'LL GO *TALK* TO THEM--GET THEM TO *SEE* THAT THIS ISN'T *PARKER'S FAULT.*

"*TALK* TO THEM"?

THEY KNOW PETER IS *SPIDER-MAN!* AND THAT *SPIDER-MAN* IS A *MURDERER!*

THERE'S NO *TALKING* TO THEM!

SO WHAT DO WE *DO?*

DAMMIT... I DON'T-- I DON'T *KNOW...*

WE'RE *NOT* STAYING HERE...

I CAN...*FEEL* THE ALIEN SUIT STILL...

IT'S *OUT* THERE, AND I'LL NEED HELP FINDING IT.

I DON'T WANT ANY OF YOU STICKING *AROUND* TO HAVE TO DEAL WITH THE *COPS...*

...SO LET'S GET THE HELL OUT OF HERE.

ALL RIGHT, WHERE TO FIRST?

BLACK CAT, YOU TAKE JONAH HOME, AND I'LL...

...I'LL TAKE MJ HOME. ALL OF YOU NEED TO LIE LOW.

THEN I'LL GO SEE REED RICHARDS. HE STUDIED THE SUIT. HE'LL KNOW WHAT TO DO.

WHAT, YOU THINK YOU'RE CUTTING ME OUT OF THIS, PARKER?!

I'M J. JONAH JAMESON, DAMMIT! I'LL--I'LL HEAD TO THE BUGLE AND TELL THIS STORY PROPERLY!

A CASH REWARD FOR INFO ON YOUR BLASTED EVIL PAJAMAS! I'LL--

JONAH! FOR ONCE IN YOUR STUBBORN LIFE, LISTEN TO ME!

GO HOME AND WAIT! THIS THING COULD BE AFTER YOU NOW TOO!

I'LL LET YOU KNOW WHEN IT'S SAFE!

IF IT'S SAFE.

GOD, HOW DID I LET IT GET SO OUT OF CONTROL? I NEED TO--

OH NO...

PETER? WHAT'S--

THAT'S-- THAT'S THE *BAXTER BUILDING.* HOME OF THE *FANTASTIC FOUR...*

...THE SUIT GOT TO REED ALREADY.

WHAT HAVE I DONE?

PETER, THIS ISN'T YOUR *FAULT...*

YOU DIDN'T *KNOW* THE SUIT WOULD DO THIS, WOULD HAVE THIS *EFFECT* ON YOU.

YOU DIDN'T KNOW THE SUIT WAS *EVIL...*

BUT THAT'S THE *THING,* MJ...

...I DON'T THINK IT *IS.*

IT JUST--JUST *HEIGHTENED* HOW I WAS *FEELING.*

GOD HELP ME, MARY JANE, I *WANTED* TO KILL MY ENEMIES. I WAS *TIRED* OF THE CONSTANT ONSLAUGHT, OF FRIENDS AND FAMILY DYING BECAUSE I...

...BECAUSE I DIDN'T DO WHAT I *SHOULD.*

AND THEN MAY...MY GOD, MAY...

NO. *NO,* PETER.

THIS *ISN'T YOU.*

YOU'RE THE *BEST PERSON I KNOW.*

AND IT ISN'T BECAUSE YOU'RE SOME-- SOME *PERFECT* MAN WHO DOES *GOOD* ALL THE TIME...

...IT'S BECAUSE YOU DO GOOD *DESPITE* NOT BEING PERFECT. *DESPITE* THAT ANGER YOU FEEL.

IT'S EASY TO DO GOOD WHEN YOU'RE PERFECT. BUT YOU *HAVE* THAT ANGER IN YOU, THAT DARK SIDE...

...AND YOU *FIGHT* IT. AND YOU *WIN.*

THIS...THIS *SUIT*...IT WAS A *DRUG* THAT *TWISTED* THAT ANGER AND FED OFF OF IT. BUT YOU'RE STILL *YOU*, PETER.

THE MAN *BEN* AND *MAY* RAISED.

AND THAT MAN *BEATS* THE DARKNESS.

SO GO GET 'EM, TIGER.

SHOW THE WORLD WHO YOU REALLY ARE.

"THIS COULD GO *REALLY* WRONG..."

...SO I'LL NEED YOU TO PUSH THE *BARRIERS* BACK TO A *TWO-BLOCK RADIUS*, OFFICER.

Y-YES, SIR.

CAN'T FIGURE IT OUT, CAP...

...GETTING ANY READINGS THROUGH THIS...GOO...SEEMS IMPOSSIBLE.

AND IF THIS IS SOME SORT OF A *HOSTAGE* SITUATION, WE STILL DON'T KNOW WHAT THEY *WANT.*

I KNOW WHAT IT WANTS, *IRON MAN...*

...IT WANTS *ME.*

UNBELIEVABLE!

THIS IS *YOUR* FAULT, YOU #$%&!

REED TOLD YOU TO TAKE THAT SUIT OFF! AND NOW HE AND *BEN* ARE *TRAPPED* IN THERE!

JOHNNY, I KNOW...

...AND I'M *SORRY.* YOU'VE GOT TO BELIEVE I'D NEVER--

ALL I'VE *GOT* TO DO IS *BURN* YOUR #$%&, YOU--

JOHNNY! ENOUGH!

WE NEED TO FOCUS ON SAVING EVERYONE IN THE BUILDING.

SPIDER-MAN, WHAT DO YOU *KNOW* ABOUT THIS? WHAT ARE WE *UP* AGAINST?

ALL I KNOW, *SUE*, IS THAT *FIRE* IS A WEAKNESS. *TORCH* SHOULD BE ABLE TO--

WE TRIED THAT ALREADY...

...BUT WHATEVER THAT SUBSTANCE IS, IT'S IMPERVIOUS TO WHATEVER WE THROW AT IT.

BASED ON WHAT JOHNNY TOLD US ABOUT REED'S INITIAL OBSERVATIONS OF THE SUIT...

...WE SUSPECT THE "SYMBIOTE" HAS TAKEN CONTROL OF REED AND HAS USED HIS BIG BRAIN TO MAKE THE SYMBIOTE SUBSTANCE STRONGER.

I...I CAN FEEL THE SUIT. IT'S TRYING TO GET ME TO COME IN.

SON, I UNDERSTAND THAT WHATEVER IS IN THERE MADE YOU COMMIT THOSE MURDERS...

...BUT IF IT'S...TALKING TO YOU...THEN I CAN'T LET YOU GO IN.

THE LAST THING WE WANT IS FOR THIS TO GET A HOLD OF YOU AGAIN.

CAP... LOOK...

I KNOW YOU ALL SEE ME AS SOME KIND OF JOKER, BUT I'M TELLING YOU RIGHT NOW, MAN-TO-MAN...

...FACE-TO-FACE...

...IT'LL NEVER TAKE HOLD OF ME AGAIN.

OKAY. HERE'S THE *PLAN*: RIGHT NOW THIS IS ABOUT *FREEING* ALL THE PEOPLE IN THE BUILDING.

FIGURE OUT A WAY TO EITHER LET PEOPLE *OUT* OR LET US *IN* TO HELP.

HERE'S AN *EARPIECE*. WE'VE ALL GOT THEM TO STAY IN CONTACT, AND WE'RE *HOPING* THEY WORK ON THE OTHER SIDE OF THIS THING.

OKAY. HERE GOES.

PETER! WAIT!

SHKLLRRRRRK

I...MY GOD...

PETER... I DIDN'T EXPECT... IT'S SO...

...I DON'T THINK YOU SHOULD DO THIS *ALONE*.

IT'S OKAY, MJ...

...THIS IS *MY* FAULT. *MY* RESPONSIBILITY.

I'VE *GOT* THIS.

DAMMIT, PETER...

...NOT BY YOURSELF.

WAIT!

YOU CAN'T--

I'VE GOT THIS! I'VE--

SCHLAM

--GOT THIS!

MJ? JOHNNY?!

WHAT THE HELL?

LOOK, YOU CAN BE MAD AT ME LATER...

AND YOU CAN BE MAD AT ME FOREVER FOR ALL I CARE.

FINE. WE NEED TO GET TO REED'S LAB.

THIRTY-THIRD FLOOR. DO YOU HAVE A PLAN?

DO I EVER? WE GET THERE AND SEE WHAT'S HAPPENED.

MY GOD...

...THESE PEOPLE.

ALIVE, BUT IN SOME SORT OF TRANCE...

THIS IS BEYOND WHAT I THOUGHT THE SUIT COULD--MJ! WHAT ARE YOU--

IT'S OKAY...

...I DON'T THINK HE NEEDS IT RIGHT NOW.

PLEASE, STAY HERE. WE DON'T KNOW WHAT'S WAITING FOR US UP THERE.

I CAN HELP! LET ME--

FWOOSH!

SPIDEY, LET'S USE THIS ELEVATOR SHAFT.

I'M SCARED.

I'VE BEEN DOING THIS SO LONG I ALMOST *FORGOT* WHAT THAT FELT LIKE.

I TOLD *CAP* I WOULDN'T LET THIS THING USE ME AGAIN.

BUT IT'S *ALREADY* AFFECTED ME.

IT FEELS LIKE IT'S IN MY SOUL. OR RATHER...

...UNLEASHED SOMETHING IN MY SOUL I WANTED *BURIED.*

COME *ON,* WEB-HEAD! WE'RE ALMOST--

...THERE--

HEY THERE, MATCHSTICK--

--MIND IF I STRIKE YA?

DAMMIT! BEN'S BEEN--BEEN *INFECTED!*

TORCH BLASTED INTO ANOTHER *FLOOR!*

BUT THERE'S NOWHERE *I* CAN GO TO GET OUT OF--

YEBOOO

KAFF!

LIKE A *FREIGHT TRAIN* HIT ME--B-BACK IN THE *LOBBY*-- NEED TO GET--

HNH!

WHERE D'YA THINK *YER* GOIN'?

KRUNCH!

DON'T YA KNOW THE *BIG GUY* WANTS TO SEE YA?

I'M AFRAID OF THE *DARKNESS.*

BUT JUST *MAYBE*, INSTEAD OF LETTING IT USE *ME*--

--I CAN USE *IT.*

YA HEAR ME, BUG? LET'S GO--

KOOM!

HRN!

I'M ANGRY.

AND WHEN I'M ANGRY--

RAHHH!

--I'M UNSTOPPABLE.

NO QUIPS.

NO PULLING PUNCHES.

BEN CAN TAKE IT.

BUT I'M NOT AT A HUNDRED PERCENT.

TOOM!

THOOO

--SOME ASSISTANCE.

SLAMMFF!

HRAHR! STOP SWINGIN' ME, YA DAMNED--

...BUG.

SORRY, BEN...

...BUT WE'RE HERE TO HELP.

T-TORCH... JUST MADE BEN... SOMEBODY ELSE'S PROBLEM.

WH-WHERE'RE YOU? WHERE'S... MJ...?

...WH-WHERE'S...

SPIDEY? I'M JUST OUTSIDE THE LAB.

SPIDEY?

NHHH...

I THOUGHT MJ WAS IN THE LOBBY?

DAMMIT, SPIDEY, ARE YOU THERE?

HE'LL BE HERE SOON ENOUGH...

...TO SEE WHAT I DID FOR HIM.

REED... WHAT ARE YOU *DOING*, MAN?

NOT *REED*...

...NOT EXACTLY. THOUGH I *HAVE* BEEN USING HIS *IMPRESSIVE BRAIN.*

PETER WANTED TO SAVE *EVERYONE*, AND THAT'S WHAT I'M GOING TO *DO*. SEE...

...WE JUST NEED *MORE* OF ME.

I'VE BEEN *WORKING.* ON *OTHERS.*

PETER WILL UNDERSTAND. *PETER* WILL *SEE.*

DAMMIT, *REED*, I DON'T WANT TO *HURT* YOU!

FRZHA!

NOW, *NOW*, JONATHAN...

...I DON'T *CARE* FOR FIRE. BUT MY *CHILDREN*...

...THEY'RE A *DIFFERENT BREED.*

TAK

KRAKOOM!

MY GOD...

SPIDEY!

DAMMIT, SPIDEY, COME IN!

NHHH...

T-TORCH?...

NEED SOME HELP HERE!

HE'S GOT *ARMOR!* MY FIRE ISN'T-- *HNH!*

OH, JOHNNY...

...I CAN *SENSE* HOW MUCH YOU *MEAN* TO REED. IT'D BE A *SHAME*--

--TO KILL--

BANG

ALL RIGHT, CREEP...

...BACK AWAY FROM THE MAN.

OH GOD MJ NO--

THIS CAN'T BE HAPPENING. WHAT...WHAT AM I...

...WHAT AM I GOING TO DO?

CHIP ZDARSKY

...5?

GET UP, PETER. GET UP.

THIS IS ON YOU. MJ'S IN DANGER.

NEED TO-- NEED TO--

NO. SPIDEY-SENSE--

--GOING CRAZY! SOMETHING'S COMING, SOMETHING'S--

OH GOD.

TORCH! THE OTHER HEROES ARE ENTERING THE LOBBY, BUT THEY'VE BEEN TAKEN OVER SOMEHOW!

YOU GOTTA FIND MJ AND GET HER OUT OF HERE NOW!

SPIDEY, PAL...

...WAY AHEAD OF YOU.

YOU. MARY JANE WATSON.

YEAH, THAT'S ME, UGLY.

WHEN I NEEDED PETER TO BOND WITH ME...

...YOU WERE THE ONE IN HIS MIND.

HIS LOVE FOR YOU CAUSED HIM TO FALTER, TO NEVER FULLY COMMIT.

I... WHAT?

PETER... LOVES ME?

HE THINKS HE DOES...

...BUT YOU'RE NOTHING BUT AN OBSTACLE TO A BETTER HIM!

FWOOSH

ALL RIGHT, PAL--

...LET'S EASE UP ON THE LADY, ALL RIGHT?

AH!

YOU OKAY?

I-- I THINK SO--

GOOD. LET'S GET YOU...

...TO SAFETY.

RRAH HE

CAN'T TAKE ON ALL THOSE HEROES ON THE *BEST* OF DAYS, LET ALONE *BANGED* UP LIKE THIS!

THINK, SPIDEY! WHAT AM I GOING TO--

WAIT. THEY'VE STOPPED.

SPIDEY-SENSE HAS EASED UP.

WHY ARE THEY GOING BACK *OUTSIDE?* WHAT'S GOING *ON?*

TORCH! WHAT'S HAPPENING?!

WE'RE ON THE **MOVE!** REED IS FOLLOWING US!

ON IT! JUST KEEP MJ SAFE!

OKAY, EASY ENOUGH...

BOUGHT YOU SOME *TIME!* SEE IF YOU CAN FIND ANYTHING IN HIS *LAB* TO STOP THIS!

...I JUST HAVE TO GO THROUGH THE LAB OF THE WORLD'S *SMARTEST MAN*...

...AND *DECIPHER* A WAY TO *STOP HIM.*

IF ANYTHING HAPPENS TO MJ, I'LL--I'LL *KILL* THIS *SYMBIOTE*--THIS--

SYMBIOTE SPECIMEN ANALYSIS 3.6
SPIDER-MAN BIOMETRICS

NO. THIS *ANGER* I HAVE...

...IT'S WHAT THE SUIT *FED* ON. IT'S WHY THIS HAS *HAPPENED.* I NEED TO *FOCUS.*

USE MY *HEAD.* BE AS SMART AS *AUNT MAY* BELIEVED I WAS...

...BEFORE IT'S TOO LATE.

ALICIA! THANKS FOR COMING DOWN!

NO PROBLEM, SUE. YOU SOUNDED *SCARED* ON THE PHONE! WHAT'S HAPPENED?

AN--AN *EMERGENCY* AT THE *BAXTER BUILDING.* I JUST NEED FRANKLIN TO GET TO SAFETY IN CASE IT GOES FROM *BAD*--

--TO WORSE...

MY GOD...

...NOW!

ALICIA, TAKE FRANKLIN AND GO...

DAMN! HE'S NOT GIVING UP!

LOOK OUT!

GIVE HERRRR UP, TORRRRCH--

HOLY--

AHH!

...SHE'S HOLDING PETERRR BACK...

HN!!!

AHH!!!

GOT YOU! IT'S GOING TO BE OKAY!

NF!

OH, SUSAN...

...IT REALLY ISN'T.

IT LOOKS LIKE ALL THE OTHER *SYMBIOTES* ARE CONTROLLED BY *REED.*

THEY'VE BEEN SYNTHESIZED USING ELEMENTS OF THE *MAIN* SYMBIOTE AND REED'S *UNSTABLE MOLECULES* FORMULA.

SO IF WE STOP *HIM*, WE STOP THE *OTHERS*--LIKE PUTTING A STAKE IN THE HEART OF THE ORIGINAL *VAMPIRE.*

I KNOW ITS *WEAKNESSES*...THERE'S GOT TO BE *SOMETHING* HERE IN HIS *LAB* THAT CAN HELP...

WAIT. IS THIS BEN'S...? THAT'S *IT!*

JOHNNY! I NEED YOU TO GET *BACK* HERE! TRY TO LOSE *REED* TO BUY US SOME TIME!

EASIER SAID THAN *DONE!*

SUE! HOLD THEM OFF FOR AS LONG AS YOU *CAN!*

NH! WHAT-- WHAT'S THE *PLAN?*

NO IDEA!

PUTTING OUR *FAITH*--

--IN SPIDER-MAN OF ALL PEOPLE!

NH! IF THAT'S THE CASE--

--YOU'RE GOING TO WIN.

RRAHH!!!

OUT OF MY WAYYYY!

NHH... YOU'RE NOT-- NOT G-GOING--

--ANYWHERE!

KR-AA-SH

SUSSSSAN--

--WE SAY THEE NAY.

KAKRII

NNHH!!!

NHH...

THERE, THERE, MY LOVE...

...I'VE GOT YOU.

NOW TELL US...

"...WHERE ARE OUR FRIENDS?"

COME ON, YOU MONSTER...

PETERRR...

...AND I KNOW THE ROOT OF YOU IS LOVE. IT'S TWISTED, BUT IT'S LOVE.

YOU COULD JUST TAKE ME OVER. I KNOW THAT...

I'M STRONGER NOW.

YOU WON'T BE ABLE TO FIGHT ME, FIGHT US, BEING TOGETHER AGAIN...

I... I KNOW. I KNOW I WON'T...

...SO NICE OF YOU TO MAKE THIS EASSSY.

...BUT HOW WOULD THAT BE SATISFYING?

FORCING ME TO BE ONE WITH YOU?

IF YOU LET MARY JANE LIVE...IF YOU STOP POSSESSING THE OTHER HEROES...

...I'LL GIVE MYSELF OVER WILLINGLY.

HHHHH...

...AGREED.

BUT THIS ONE IS TOO SMART. I CAN'T HAVE HIM...

...TRYING TO STOP US...

GK!

NOOO!!

TOO MANY LIVES.

MARY JANE MAY HAVE BEEN RIGHT:

THWIP!

RRRRHH!!!

SCHLAF

MAYBE THIS ISN'T MY FAULT.

TSK, TSSSK, PETER, WE'RE NOT STUPID...

WE MADE SURE NOTHING IN HIS LAB...COULD HARRRRM MEEEE...

BUT I'LL MAKE CERTAIN...

IT'SSS YOU AND MEEE, PETERRRR...

...TO BE THE ONE TO PUT IT RIGHT.

REED ALWAYS FELT GUILTY FOR TURNING BEN INTO THE THING...

...SO HE TRIED TO FIX HIS MISTAKES. MAKING IT SO BEN COULD WALK AROUND AND LOOK HUMAN...

WAIT... WHAT ISSSS THISSSS...?

...WITH AN IMAGE INDUCER.

FLAME ON.

THANKS, TORCH.

UNCLE BEN. GWEN. CAPTAIN STACY.

AUNT MAY.

IT FEELS LIKE I'VE SPENT A *LIFETIME* TIED TO *DEATH.*

AND I STILL HAVE A *LIFETIME* AHEAD.

"YOU'VE GOT TO LET *GO*."

I LET *SPIDER-MAN* BECOME AN *IDEA* IN MY HEAD, A *BOGEYMAN* RESPONSIBLE FOR ALL MY *ILLS*, INSTEAD OF WHAT HE ACTUALLY *WAS*...

...JUST A *MAN*.

AND YOU'VE DONE IT TOO, BROCK.

YOU'RE HOLDING *ON TO* HIM, LIKE A *DRUG* YOU DON'T WANT TO GIVE *UP*.

YOU'RE WORRIED THAT WHEN THE HAZE OF THE DRUG *LIFTS*, YOU'LL SEE WHAT YOU'VE DONE WITH YOUR LIFE.

YOU'LL SEE YOURSELF *CLEARLY* FOR THE FIRST TIME.

IT'S HARD.

BUT I KNOW WHAT YOU'RE GOING THROUGH. AND IT'LL *HURT*...BUT IT GETS BETTER.

I'VE BEEN IN TOUCH WITH YOUR *LAWYER*. I'M GOING TO TESTIFY ON YOUR BEHALF.

NO MATTER WHAT HAPPENS WITH *OTTO'S MURDER*...

"...YOU'RE NOT ALONE."

WHEN THE DUST SETTLED, I TURNED MYSELF IN.

FISK HAD STOLEN ANY POSSIBILITY OF BEING ABLE TO DISAPPEAR INTO MY LIFE AS *PETER PARKER*...

...SO I NEEDED TO *ANSWER* FOR MY CRIMES.

THE TRIAL WAS QUICK.

BECAUSE *SYMBIOTES* HAD TAKEN CONTROL OF *OTHER HEROES* AS WELL, THEIR TESTIMONIES ABOUT FEELING HELPLESS, ABOUT NOT BEING IN CONTROL, WENT A LONG WAY.

I WAS FOUND NOT GUILTY.

HEARING THOSE WORDS, A CRUSHING WEIGHT LIFTED, I ALMOST FLOATED OUT OF MY SEAT.

I DIDN'T KNOW HOW MUCH I'D BEEN TERRIFIED OF THE IDEA...

...OF MY LIFE ON HOLD.

IT'S TERRIBLE, MJ.

SO MUCH DEATH, SO MUCH *DESTRUCTION*...

...I FEEL *HORRIBLE*. BUT ALSO...I'VE NEVER BEEN *HAPPIER*.

HOW IS THAT *POSSIBLE?*

OH, PETER...

LIFE ISN'T ABOUT *ONE* OR THE *OTHER*. IT'S ALL OF IT.

YOU JUST DO YOUR *BEST*, AND PUSH TOWARD HAPPINESS WHEN IT'S POSSIBLE.

I...I GUESS. I JUST NEED TO PUSH PAST MY *GUILT* AND LIVE MY *LIFE* AGAIN.

BUT HOW COULD I EVER REALLY *BE* SPIDER-MAN AGAIN AFTER EVERYTHING THAT'S...

...HAPPENED...

SUE... I--

MARY JANE, WOULD YOU MIND IF I HAD A CHAT WITH *PETER* FOR A SECOND?

IT'S OKAY, MJ...

I'LL... MEET YOU BACK BY THE ENTRANCE.

I'VE BEEN LEAVING YOU *MESSAGES*. I FIGURED YOU JUST--

THINGS HAVE BEEN...HARD.

WE'VE ALL BEEN BUSY PUTTING THE PIECES BACK TOGETHER AGAIN.

BUT I WANTED TO TALK TO YOU, PETER.

I KNOW-- WE *ALL* KNOW--REED'S DEATH WASN'T YOUR FAULT.

NONE OF US ARE STRANGERS TO *TRAGEDY*. I KNOW *YOU* AREN'T.

ONE OF OUR FIRST TRAGEDIES WAS THAT DAMNED *ROCKET FLIGHT* THAT GAVE US OUR POWERS.

THAT TURNED POOR *BEN* INTO *THE THING*.

NOBODY KNOWS THIS, BUT REED ALMOST *DIED* FROM THE GUILT OF THAT.

BUT INSTEAD OF *SUCCUMBING*, HE DID SOMETHING REMARKABLE.

HE TOOK THAT *TRAGEDY*, THAT *GUILT*, AND TURNED IT INTO SOMETHING *GOOD*. HE HELPED BEN, HELPED *ALL* OF US, BE HEROES.

HE REMINDED US THAT WE ALL HAVE TO LOOK ON THE OTHER SIDE OF TRAGEDY FOR *MEANING*.

AND I THINK I KNOW WHAT THAT *IS* HERE.

PETER... LET'S MOVE THROUGH THIS...

...TOGETHER.

TOGETHER.

THE GOOD. THE BAD.

IT ALL BRINGS US TO WHERE WE *ARE*.

AND *WE* GET TO DECIDE WHERE WE'RE GOING.

THE NIGHTMARES ARE OVER FOR NOW.

AND THE FUTURE WILL BE *FANTASTIC.*

END

EPILOGUE

SIR?

I'M SORRY TO INTERRUPT, BUT WE'VE HAD SOME WONDERFUL *NEWS* FROM OUR TEAM IN THE *LAB*.

HE'S BACK, WESLEY.

IT WASN'T *ENOUGH* THAT HE DIDN'T PAY FOR HIS *CRIMES*...

...HE STILL THINKS HE CAN OPERATE IN MY *CITY*.

I--OF COURSE, SIR. IT'S A *TRAVESTY* OF *JUSTICE*, AND A *DAMNING* INDICTMENT OF THE *FANTASTIC FOUR*.

BUT FOR NOW WE NEED TO FOCUS ON YOUR *HEALTH*.

THE DOCTORS HAVE FIGURED OUT A WAY TO--

IN. MY. CITY.

MY PRIORITY IS DESTROYING PETER PARKER.

NOTHING ELSE MATTERS, WESLEY.

NOTHING.

I...I UNDERSTAND, SIR. OF COURSE...

BUT WHAT THE DOCTORS ARE PROPOSING IS...

...MAYBE YOU DON'T HAVE TO ***CHOOSE*** BETWEEN GETTING BETTER AND, WELL, DESTROYING MR. PARKER...

FSHHH

...BECAUSE YOU CAN HAVE ***BOTH.***

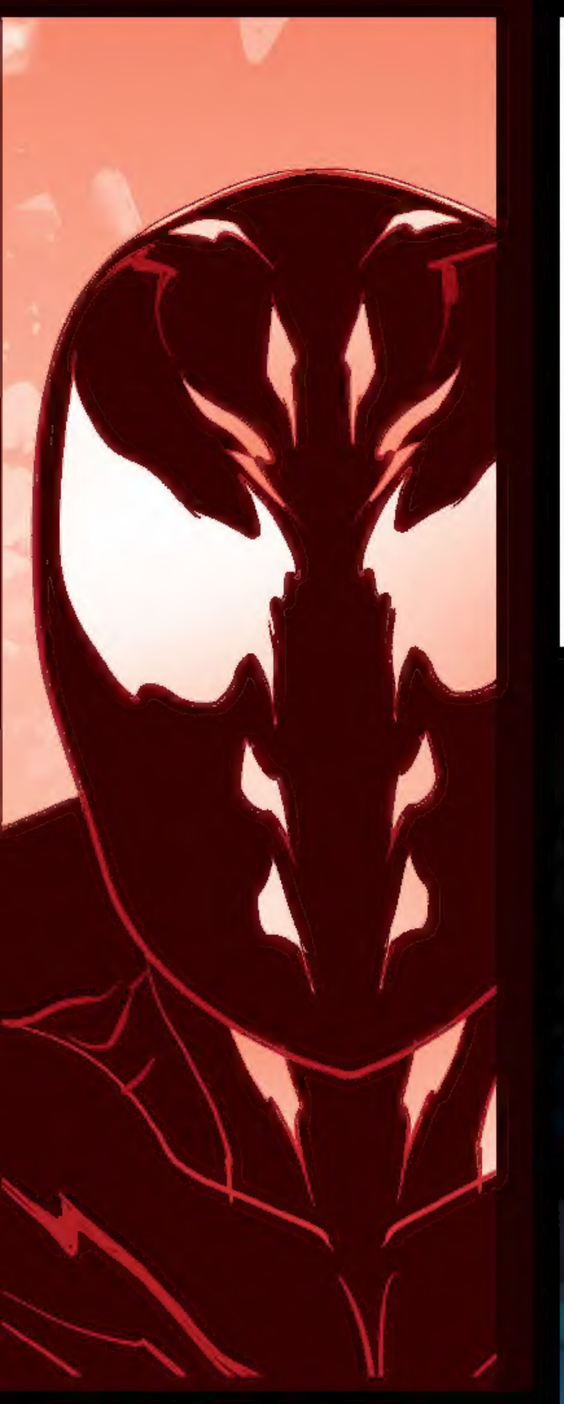
#2 VARIANT BY NATACHA BUSTOS

#3 VARIANT BY GREG SMALLWOOD

#4 VARIANT BY CHRISTIAN WARD

"Zdarksy writes an unbelievable tale and this take on the classic story is absolutely brilliant." – **FORCES OF GEEK**

WHAT IF PETER PARKER BECAME VENOM?



Spider-Man once donned an alien suit that nearly destroyed his life, but what if he never took it off? In this shocking new version of the story, Peter ignores every warning and embraces his dark symbiote! Now, haunted by terrible nightmares and exhausted by an endless barrage of villains, he is at the end of his rope — and when Hobgoblin attacks, Spider-Man isn't so friendly anymore. The rules of engagement are about to change — permanently! Wilson Fisk wants to put an end to this deadly new Spidey once and for all. But with Peter haunted by his past and present more and more each day, can anyone save him from his own mind?

COLLECTING ***SPIDER-MAN: SPIDER'S SHADOW #1-5*** — BY **CHIP ZDARSKY, PASQUAL FERRY** AND **MATT HOLLINGSWORTH.**

MARVEL